

RESOLUTION 2004-18

A RESOLUTION CONCERNING THE REQUEST OF SHUFFLE MASTER, INC. FOR APPROVAL OF THE ACQUISITION OF CASINOS AUSTRIA RESEARCH AND DEVELOPMENT

The Indiana Gaming Commission ("Commission") adopts the following resolution pursuant to the authority granted to it under IC 4-33 and pursuant to 68 IAC 1-2-6:

The following factors have been considered by the Commission:

1. Shuffle Master, Inc. d/b/a Shuffle Master Gaming ("Shuffle Master") was issued a temporary Supplier's License in June of 1996 and a permanent Supplier's License in June of 1998. The license has been renewed annually, with the most recent renewal issues on June 12, 2003.
2. Casinos Austria Research and Development ("CARD") does not hold a Supplier's License with the Commission.
3. On or about February 20, 2004, Shuffle Master and CARD signed a letter of intent, whereby Shuffle Master will enter into an acquisition agreement with CARD for acquisition of all the stock and other equity interests of CARD and its subsidiaries. Upon completion of the acquisition, CARD will be a wholly owned subsidiary of Shuffle Master. The transaction is expected to close mid-May of 2004.
4. Shuffle Master has provided assurance to the Commission that there is no transfer of ownership interest of Shuffle Master and that there will be no new key people or substantial owners introduced as a result of this transaction. Therefore, Shuffle Master has requested a waiver of any background investigations related to this matter.
5. Shuffle Master acknowledges that it will be required to receive all appropriate testing and approval of any new products that will be distributed subsequent to the closing of the transaction.

**NOW, THEREFORE, BE IT RESOLVED BY THE INDIANA GAMING
COMMISSION, THAT THE FOLLOWING RESOLUTION IS ADOPTED:**

SECTION 1. SCOPE.

This resolution applies to Shuffle Master, Inc.

SECTION 2. DEFINITIONS.

The definitions set forth in IC 4-33-2 and 68 IAC apply to this resolution.

SECTION 3. ACTION ON REQUEST FOR APPROVAL OF ACQUISITION AND REQUEST FOR WAIVER OF BACKGROUND INVESTIGATIONS.

The Commission hereby:

GRANTS

GRANTS OR DENIES

Shuffle Master, Inc.'s request for approval of the acquisition of Casinos Austria Research and Development.

The Commission hereby:

GRANTS

GRANTS OR DENIES

Shuffle Master, Inc.'s request for a waiver of related background investigations.

SECTION 4. EFFECTIVE DATE.

This RESOLUTION is effective immediately.

ADOPTED THIS THE 30th DAY OF APRIL, 2004.

THE INDIANA GAMING COMMISSION:

Donald R. Vowels (FACSIMILE)
Donald Vowels, Chair

ATTEST:

Thomas Milcarek (FACSIMILE)
Thomas Milcarek, Secretary